

SEP 18 '12 -3 26 PM

SURFACE TRANSPORTATION BOARD



September 14, 2012

VIA FEDERAL EXPRESS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

SEP 18 2012
RECEIVED

Dear Section Chief:

Submitted herewith for filing and recording under 49 U S C Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement dated as of August 17, 2012

This Agreement is a primary document

Parties to this transaction are as follows:

Buyer TTX Company (Company)
 101 North Wacker Drive
 Chicago, Illinois 60606

Seller FreightCar America, Inc (Manufacturer)
 Two North Riverside Plaza, Suite 1300
 Chicago, Illinois 60606

The general description of the equipment is as follows

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
66' Gondola Car 110T Plate B	GB	200	GNTX	290000-290199

Chief, Section of Administration
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Enclosed is our check in the amount of \$42.00 to cover filing fees

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering 200
66' Gondola Car 110T Plate B; GNTX, numbered 290000-290199."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail

Sincerely,

A handwritten signature in black ink, appearing to read "Karen Latham", with a stylized flourish at the end.

Karen N Latham
Treasurer

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of August 17, 2012, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and FreightCar America, Inc., a Delaware corporation, with an address at Two North Riverside Plaza, Suite 1300, Chicago, Illinois 60606 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of August 17, 2012 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

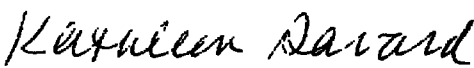
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

FREIGHTCAR AMERICA, INC.

By: 
Senior Vice President, Marketing and Sales

TTX COMPANY

By: 
Vice President and Chief Financial Officer

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 12th day of September, 2012, before me personally appears Theodore W. Baun, to me personally known, who by me duly sworn, says that he is Senior Vice President, Marketing and Sales of FreightCar America, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

Vicki L. Prot
Notary Public

My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 13th day of September, 2012 before me personally appears Kathleen M Savard, to me personally known, who by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company

IN WITNESS WHEREOF, I have hereunto set my hand and official seal



(SEAL)

Eric R. Enstrom
Notary Public

My Commission expires:

9/10/15

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
DATED AUGUST 17, 2012**

**TTX Contract T-1012-B
FREIGHT CAR AMERICA Lot# 160018**

EQUIPMENT

200 GNTX Cars marked 290000 through 290199 (both inclusive).